

RECORDATION NO. 16129-0, P FILED

APR 24 '98

11-25 AM

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 24, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of the following secondary documents as defined in the Board's Rules for the Recordation of Documents: Lease Supplement No. 7 to Rail Trust 88-4, dated April 3, 1998, and Security Agreement and Trust Indenture to Rail Trust 88-4, Supplement No. 8, dated April 3, 1998.

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16129.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 7

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: GE Capital Railcar Associates, Inc.  
33 West Monroe Street  
Chicago, Illinois 60603

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*Counterpart - JWH*

Mr. Vernon A. Williams  
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Security Agreement and Trust Indenture  
Supplement No. 8

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Security Trustee: State Street Bank  
225 Franklin Street  
Boston, Massachusetts 02110

A description of the changes in reporting marks and road numbers of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Supplements.

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

**SECURITY AGREEMENT AND TRUST INDENTURE  
TO RAIL TRUST 88-4**

RECORDATION NO. 16129-P FILED

**SUPPLEMENT NO. 8**

**APR 24 '98**

**11-25 AM**

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT**

**NO. 8** ("TRUST INDENTURE SUPPLEMENT NO. 8") between WILMINGTON TRUST COMPANY in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 88-4, and STATE STREET BANK, a national banking association (the "Security Trustee").

**WHEREAS**, Owner Trustee and Indenture Trustee are parties to a Security and Trust Indenture (the "Trust Indenture") as supplemented, dated as of December 15, 1988, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. Section December 30, 1988 and given Recordation No. 16129-B; and

**WHEREAS**, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of Itel Rail Corporation certain units of railroad equipment pursuant to an Equipment Lease Agreement (the "Equipment Lease") as supplemented, dated as of December 15, 1988, between Lessor and Lessee, which was filed and recorded with the ICC pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988 and given Recordation No. 16129; and

**WHEREAS**, the Equipment Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

**WHEREAS**, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of the Equipment set forth in periodic supplements to the Lease.

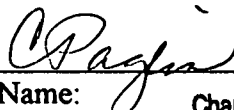
**NOW, THEREFORE**, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
  - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1997  
December 31, 1997.
3. This Trust Indenture Supplement No. 8 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Trust Indenture Supplement No. 8, and any party hereto may execute this Trust Indenture Supplement No. 8 by signing one or more counterparts

**IN WITNESS WHEREOF**, the Owner Trustee and the Indenture Trustee have caused the this Trust Indenture Supplement No. 8 to be executed on their behalf by their respective duly authorized officers.

**OWNER TRUSTEE**

**WILMINGTON TRUST COMPANY**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No. 88-4

By:   
Name: Charlotte Paglia  
Title: Financial Services Officer  
Date: 4/3/98

**SECURITY TRUSTEE**

**STATE STREET BANK,**  
as Security Trustee

By: \_\_\_\_\_  
Name:  
Title:  
Date:

STATE OF DELAWARE )  
 ) SS  
COUNTY OF NEW CASTLE )

On this 3rd day of April, 1998, before me personally appeared  
**CHARLOTTE PAGLIA**, personally known to me to be the person who executed  
this instrument as Financial Services Officer WILMINGTON TRUST  
COMPANY., and acknowledged to me that the corporation executed it.

  
\_\_\_\_\_  
Notary Public **PATRICIA W. ZINK**  
NOTARY PUBLIC  
My commission expires July 12, 1999

STATE OF MASSACHUSETTS )  
 ) SS BOSTON  
COUNTY OF SUFFOLK )

On this \_\_\_\_ day of \_\_\_\_\_, 1998, before me personally appeared  
\_\_\_\_\_, personally known to me to be the person who executed  
this instrument as STATE STREET BANK, and acknowledged to me that the corporation  
executed it.

\_\_\_\_\_  
Notary Public

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

12/30/88

OFFICE OF THE SECRETARY

Muriel Desloovere  
Morgan Lewis & Bockius  
101 Park Avenue  
New York, N.Y. 10178

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/30/88 at 11:55am, and assigned recordation number(s). 16130

Sincerely yours,

*Nanta L. McEneaney*

Secretary

Enclosure(s)

**IN WITNESS WHEREOF**, the Owner Trustee and the Indenture Trustee have caused the this Trust Indenture Supplement No. 8 to be executed on their behalf by their respective duly authorized officers.

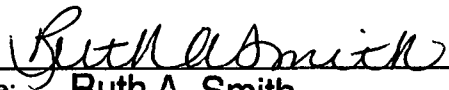
**OWNER TRUSTEE**

**WILMINGTON TRUST COMPANY**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No. 88-4

By: \_\_\_\_\_  
Name:  
Title:  
Date:

**SECURITY TRUSTEE**

**STATE STREET BANK,**  
as Security Trustee

By:   
Name: Ruth A. Smith  
Title: Vice President  
Date: 3/6/98



STATE OF DELAWARE            )  
  )       SS  
COUNTY OF NEW CASTLE       )

On this \_\_\_\_ day of \_\_\_\_\_, 1998, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ WILMINGTON TRUST COMPANY., and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

STATE OF MASSACHUSETTS    )  
  )SS    BOSTON  
COUNTY OF SUFFOLK         )

On this 6<sup>th</sup> day of March, 1998, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed this instrument as STATE STREET BANK, and acknowledged to me that the corporation executed it.

ROSE MARIE MOGAURO  
Notary Public  
My Commission Expires January 14, 2005

*Rose Marie Mogauro*  
Notary Public

**SCHEDULE A**

<b><u>OLD MARK</u></b>	<b><u>OLD NUMBER</u></b>	<b><u>NEW MARK</u></b>	<b><u>NEW NUMBER</u></b>
CC	005071	DME	006121
CC	005072	PLCX	012515
DSRC	012008	PLCX	012008
DSRC	012016	PLCX	012016
DSRC	012676	PLCX	012676
GSOR	008318	HS	023037
PLCX	012012	DME	006120
PLCX	012014	DME	006046
PLCX	012136	NRI	012136
PLCX	012155	DME	006057
PLCX	012460	DME	006049
PLCS	012468	FMR	006051